

AGM 2019 Special Resolution – Number of Directors

Background

The TCWA Board currently comprises five Elected Directors and four Appointed Directors for a total of nine Directors. The constitution currently caps the number of Directors to a maximum of nine and the number of Appointed Directors to a maximum of four.

Board Size

Directors with tourism marketing jobs are often unable to attend board meetings because they are travelling to represent WA in interstate and overseas markets. This has resulted in Board meetings with only 5 or 6 directors in attendance. It is proposed to increase the size of the Board to allow for the unavoidable absence of Directors working in tourism marketing.

Appointed Directors

The number of Appointed Directors to the Board has steadily increased over time to allow for a more representative and skills-based board. Once directors are elected by members, the board can identify any gaps in regional representation, sectors (e.g. tours, accommodation, VCs, etc) or skills needed. The Board can use the Appointed Director positions to fill those regional, sector or skills gaps.

An Appointed Director position can also be used for the President to enable the President to serve a full two year term, rather than the remainder of an Elected Director term (i.e. one year). It is proposed that the number of Appointed Director positions be increased.

TCWA Constitution

The TCWA Board recommends that the number of Directors be increased to ten and the additional position be an Appointed Director position. To enable this change, section 10.1 of the Tourism Council WA constitution needs to be amended. Section 10.1 currently states:

10.1 Number of Directors (Current)

The Company may in General Meeting determine the number of Directors provided that:

- (a) there must be not less than five Directors and not more than nine Directors;*
- (b) subject to clause 10.1(a), not more than seven Directors are to be elected by the Members under clause 10.4 (“Elected Directors”), and not more than four Directors are to be appointed under clause 10.8 (“Appointed Directors”); and*
- (c) a majority of the Directors must be Elected Directors.*

It is recommended that the current Section 10.1 be amended to:

10.1 Number of Directors (Proposed)

The Company may in General Meeting determine the number of Directors provided that:

- (a) there must be not less than eight Directors and not more than twelve Directors; and*
- (b) subject to clause 10.1(a), not less than four Directors are to be elected by the Members under clause 10.4 (“Elected Directors”), and not less than four Directors are to be appointed under clause 10.8 (“Appointed Directors”).*

Special Resolution

The TCWA Board is recommending that the AGM 2019 pass the following Special Resolution:

“This General Meeting resolves to replace Section 10.1 of the Company constitution with the following:

10.1 Number of Directors

The Company may in General Meeting determine the number of Directors provided that:

- (a) there must be not less than eight Directors and not more than twelve Directors; and
- (b) subject to clause 10.1(a), not less than four Directors are to be elected by the Members under clause 10.4 (“**Elected Directors**”), and not less than four Directors are to be appointed under clause 10.8 (“**Appointed Directors**”).

The General Meeting further determines that the number of Directors shall be ten. The Board will initially comprise five Elected Directors and five Appointed Directors, to be varied as needed by the Board.”